

# HELM

## LOCOMOTIVE LEASING

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

### VIA AIR COURIER

March 14, 1994

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

RECORDATION NO. **8735** FILED 1425

MAR 15 1994 10 05 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed are three (3) originals of the Memorandum of Lease of Railroad Equipment dated as of January 17, 1994 between the following parties:

Lessor: Helm Locomotive Leasing, a joint venture  
By: Helm Equipment Leasing Corporation,  
its joint venturer  
c/o Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

By: Domestic Three Leasing Corporation,  
its joint venturer  
c/o Grand Trunk Western Railroad  
Incorporated  
1333 Brewery Park Boulevard  
Detroit, Michigan 48207 - 2699

Lessee: Southern Pacific Transportation Company  
1515 Arapahoe Street, Suite 1087  
Denver, CO 80202

The equipment involved in this transaction is as follows:

Equipment: Twenty-eight (28) Locomotives (See Annex  
A for Car Numbers)

Please file this agreement as a primary document. The filing fee of \$18.00 is included in the enclosed check.

Sincerely,

  
Maureen Krieg  
Contracts Administrator

mek  
Enclosures (3)

RECORDATION NO. **18735**  
FILED 1425  
MAR 15 1994 - 10 05 AM  
INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT**

**THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT** made as of January 17, 1994 is intended to evidence the Lease of Railroad Equipment dated as of January 17, 1994 ("Lease") between **HELM LOCOMOTIVE LEASING**, a joint venture of Domestic Three Leasing Corporation and Helm Equipment Leasing Corporation ("Lessor"), and **SOUTHERN PACIFIC TRANSPORTATION COMPANY**, a Delaware corporation ("Lessee"), and Schedule No. 1 dated January 17, 1994 ("Schedule") to the Lease for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the twenty-eight (28) locomotives more fully described in Annex A hereto (the "Units"). Lessee has leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease and the Schedule.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below its signature.

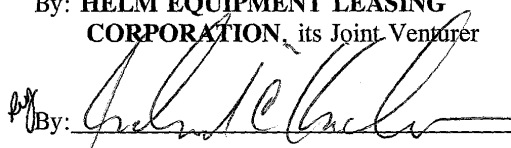
**LESSOR**


**LESSEE**

**HELM LOCOMOTIVE LEASING**  
a Joint Venture

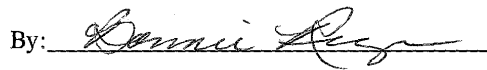
**SOUTHERN PACIFIC TRANSPORTATION  
COMPANY**

By: **HELM EQUIPMENT LEASING  
CORPORATION**, its Joint Venturer

By:   
Title: President  
Date: February 14, 1994

By:   
Title: V.C. YARBERRY  
Vice President - Finance  
Date: JAN 24 1994

By: **DOMESTIC THREE LEASING  
CORPORATION**, its Joint Venturer

By:   
Title: TREASURER  
Date: 2/9/94

*from  
OK 2/9/94  
MB*

*27*

**ANNEX A**

**To the Memorandum of Lease of Railroad Equipment**

**Dated January 17, 1994**

**Equipment Description:**

Twenty-eight (28) General Motors (Electro-Motive Division) GP38-2 diesel electric locomotives equipped with extended range dynamic brakes.

**Old Unit Number    New Unit Number**

HLLX 2580	SP 150
HLLX 2581	SP 151
HLLX 2582	SP 152
HLLX 2583	SP 153
HLLX 2584	SP 154
HLLX 2585	SP 155
HLLX 2586	SP 156
HLLX 2587	SP 157
HLLX 2588	SP 158
HLLX 2589	SP 159
HLLX 2590	SP 160
HLLX 2591	SP 161
HLLX 2592	SP 162
HLLX 2593	SP 163
HLLX 2594	SP 164
HLLX 2595	SP 165
HLLX 2597	SP 166
HLLX 2598	SP 167
HLLX 2599	SP 168
HLLX 2600	SP 169
HLLX 2601	SP 170
HLLX 2602	SP 171
HLLX 2603	SP 172
HLLX 2604	SP 173
HLLX 2605	SP 174
HLLX 2606	SP 175
HLLX 2607	SP 176
HLLX 2608	SP 177

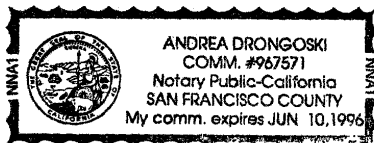
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On Feb. 14, 1994, before me, Andrea Drongoski, personally appeared Richard C. Kirchner, President of **HELM EQUIPMENT LEASING CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Andrea Drongoski  
SIGNATURE OF THE NOTARY

STATE OF MICHIGAN     )  
                                      ) §  
COUNTY OF Wayne     )

On this 9<sup>th</sup> day of February, 1994, before me personally appeared Bonnie Reyes to me personally known, who, being by me duly sworn says that she is Treasurer of **DOMESTIC THREE LEASING CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia Snacker  
Notary Public

My Commission Expires: 3/18/98

PATRICIA SNACKER  
Notary Public, Oakland County, MI  
My Commission Expires Mar. 18, 1998  
Acting in Wayne County, MI

[Notarial Seal]

*dy*

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On January 24, 1994, before me, Lenona Rusconi — personally appeared  
L.C. Varberry — of SOUTHERN PACIFIC  
TRANSPORTATION COMPANY,

☒ personally known to me -OR-

— ~~proved to me on the basis of satisfactory evidence to be the person~~ ~~(X)~~ whose name ~~(X)~~ is/~~are~~  
subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the  
same in his/~~her/their~~ authorized capacity ~~(X)~~, and that by his/~~her/their~~ signature ~~(X)~~ on the  
instrument the person ~~(X)~~, or the entity upon behalf of which the person ~~(X)~~ acted, executed the  
instrument.

Witness my hand and official seal.

Lenona Rusconi  
SIGNATURE OF THE NOTARY



*dy*